

RECORDATION NO. 23287-H FILED

JAN 29 '01 12:28 PM  
TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 29, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Supplement No. Two to Memorandum of Lease of Railroad Equipment, dated January 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23287.

The names and addresses of the parties to the enclosed document are:

Lessor: GIE Finliner Maestro  
260 boulevard  
Saint Germain  
75007 Paris, France

Lessee: National Railroad Passenger Corporation  
60 Massachusetts Avenue NE  
Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

High Speed Trainset Number 8 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams  
January 29, 2001  
Page Two

A short summary of the document to appear in the index follows:

Supplement No. Two to Lease of Railroad Equipment between  
GIE Finliner Maestro, Lessor, and National Railroad Passenger  
Corporation covering high speed trainset number 8 bearing AMTK  
reporting marks and road numbers attached hereto

Also enclosed is a check in the amount of \$27.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

## SCHEDULE A

### EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) End Club Car	AMTK 3218
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

SUPPLEMENT NO. TWO TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated January 29, 2001, between GIE FINLINER MAESTRO, a groupement d'intérêt économique-GIE, having its registered office (*siège social*) at 260, boulevard Saint Germain, 75007 Paris, France (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

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SURFACE TRANSPORTATION BOARD

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated December 27, 2000 (the "*Memorandum of Lease*"), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated December 22, 2000 (the "*First Supplement*"), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board December 27, 2000 at 1:41 p.m. as Recordation Number 23287;

WHEREAS, Lessor and Lessee have entered into that certain Lease Supplement dated January 17, 2001, (the "*Second Lease Supplement*") covering the railroad equipment identified on Schedule A (the "*Additional Equipment*" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "*Equipment*");

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect additional Equipment covered by the Second Lease Supplement;

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and

without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

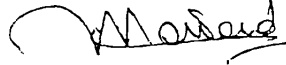


IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER MAESTRO

α

By:



Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: 260, boulevard Saint Germain,  
75007 Paris, France

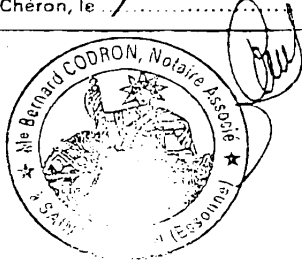
NATIONAL RAILROAD PASSENGER  
CORPORATION

By:

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Je soussigné M<sup>e</sup> B...C...D...R...U...  
Notaire associé à St Chéron, certifie  
Véritable la signature Matérielle de  
N...D...I...R...O...U...D...  
apposée ci-dessus.  
A St Chéron, le .../.../...

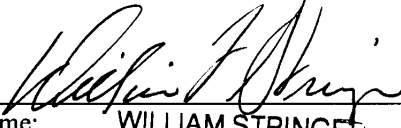


IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER MAESTRO

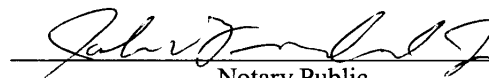
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: 260, boulevard Saint Germain,  
75007 Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:  \_\_\_\_\_  
Name: WILLIAM STRINGER  
Title: ACTING TREASURER

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 22 day of January, 2001, before me personally appeared William Stringer, to me personally known, who, by me being duly sworn, says that (s)he is the Acting Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 2-14-05



**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
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One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Supplement No. Two to Memorandum of Lease of Railroad Equipment with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/29/01



\_\_\_\_\_  
Robert W. Alvord